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November 11, 2002

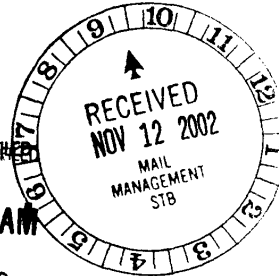
VIA FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attn: Ms. Barbara Sadler

RECORDATION NO. 24208

NOV 12 '02

11-34 AM



SURFACE TRANSPORTATION BOARD

RE: Filing of Memorandum of Schedule No. 1 to Master Railcar Lease Agreement between Southern Rail Associates, Inc. and Rail-Tech, L.L.C.

Dear Ms. Sadler:

Enclosed for recordation as a primary document, dated October 29, 2002, pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) original copies of a Memorandum of Schedule No. 1 to Master Railcar Lease Agreement, as defined in the Board's Rules for the Recordation of Documents for filing.

The names and addresses of the parties to the enclosed document are:

Lessor : Southern Rail Associates, Inc.
c/o Alltransek, Inc., LLC
1101 West 31st Street
Downers Grove, IL 60515

Lessee: Rail-Tech, L.L.C.
1034 Hudson Avenue
Ridgefield, NJ 07657

A description of the railroad equipment covered by the enclosed documents is:

Forty-Two (42) 70-ton, 6,600 c.f. gondola railcars built in 1976 bearing the reporting marks MRMX 100000-100041, as listed on Schedule I to said Memorandum.

A short summary of the document to appear in the index follows:

Memorandum of Schedule No. 1 to Master Railcar lease Agreement between Southern Rail Associates, Inc., as Lessor and Rail-Tech, L.L.C., as lessee covering Forty-Two

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MILES & STOCKBRIDGE P.C.

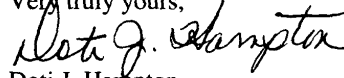
(42) 70-ton, 6,600 c.f. gondola railcars built in 1976 bearing the reporting marks MRMX 100000-100041, as listed on Schedule I to said Memorandum.

I have also enclosed a check in the amount of \$30.00, payable to the Surface Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed documents to the undersigned at the above-listed address.

Also, please call (410) 385-3423 to confirm your receipt of the enclosed items.

Very truly yours,



Doti J. Hampton
Legal Assistant

Enclosures

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MEMORANDUM OF SCHEDULE NO. 1
TO MASTER RAILCAR LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SCHEDULE NO. 1 TO MASTER RAILCAR LEASE AGREEMENT is made and entered into as of August 30, 2002 by and between SOUTHERN RAIL ASSOCIATES, INC., a Florida corporation, as lessor ("Lessor"), and RAIL-TECH, L.L.C., a New Jersey limited liability company ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Schedule 1 attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 1 dated August 30, 2002 between Lessor, as lessor, and Lessee (the "Schedule") to the Master Railcar Lease Agreement dated August 30, 2002, between Lessor, as lessor, and Lessee.

2. The Schedule shall be effective as of the latest execution date thereof and shall have a term as provided therein.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

SOUTHERN RAIL ASSOCIATES, INC.
Lessor

By: Walter Ballard
Walter Ballard
President

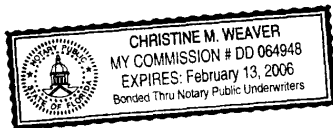
RAIL-TECH, L.L.C.
Lessee

By: _____
Managing Member

By: _____

STATE OF FL)
COUNTY OF Lee) ss:

On this 29th day of Oct, 2002, before me personally appeared Walter Ballard, to me personally known, who being by me duly sworn, says that he is President, of Southern Rail Associates, Inc., a Florida corporation (the "Corporation"), that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.



Notary Public Christine M. Weaver
My Commission Expires: 2/13/06

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

SOUTHERN RAIL ASSOCIATES, INC.
Lessor

By: _____
Walter Ballard
President

RAIL-TECH, L.L.C.
Lessee

By:
Managing Member

By: Frank O'Rourke

STATE OF _____)
COUNTY OF _____) ss:

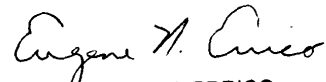
On this _____ day of _____, 2002, before me personally appeared Walter Ballard, to me personally known, who being by me duly sworn, says that he is President of Southern Rail Associates, Inc., a Florida corporation (the "Corporation"), that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public
My Commission Expires:

STATE OF New Jersey)
COUNTY OF Hudson) ss:

On this 17th day of October, 2002, before me personally appeared Frank O'Rourke, to me personally known, who being by me duly sworn, says that he is the Managing Member, of Rail-Tech, L.L.C., a _____ (the "Corporation"), that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public
My Commission Expires:



EUGENE N. ERRICO
NOTARY PUBLIC OF NEW JERSEY
LICENSE NO. 2199382
My Commission Expires Mar. 18, 2007

Schedule I

DESCRIPTION OF RAILCARS

Forty-two (42) 70-ton, 6,600 c.f. gondola railcars built in 1976 bearing the following reporting marks and numbers: MRMX 100000 – 100041, inclusive.